

Exhibit “A”
(Proposed Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TZEW HOLDCO LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 20-10910 (CSS)

(Jointly Administered)

Re: D.I. _____

**ORDER GRANTING MOTION OF PROTECTIVE LIFE
INSURANCE COMPANY FOR AUTHORIZATION TO EXERCISE
RECOUPMENT RIGHTS OR, IN THE ALTERNATIVE, FOR RELIEF
FROM THE AUTOMATIC STAY TO EXERCISE SETOFF RIGHTS**

Upon consideration of the *Motion of Protective Life Insurance Company for Authorization to Exercise Recoupment Rights or, in the Alternative, for Relief from the Automatic Stay to Exercise Setoff Rights* (the “Motion”);² and upon consideration of any opposition filed in response to the Motion; and after due deliberation, and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND:

- A. The Bankruptcy Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157(b)(2) and 1334;
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);
- C. Notice of the Motion was due and proper under the circumstances. No other or further notice need to be provided.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PP Group, LLC (5579); PP Property Holdings, LLC (1013); PP Parks Beverage Company, LLC (2339); PP Parks Holdings, LLC (7913); PP Parks Management, LLC (2937); TZEW Holdco LLC (0252); and TZEW Intermediate Corp. (1058). The location of the Debtors’ service address in these chapter 11 cases is: c/o Paladin Management, 633 W. 5th Street, 28th Floor, Los Angeles, CA 90071.

² Capitalized terms used but not defined herein have the meaning assigned to such terms in the Motion.

IT IS HEREBY ORDERED:

1. The Motion is granted.

2. Protective is entitled to recoup the Protective Claim against the Policy Refund. Irrespective of Protective's right to recoup its claim, Protective has a valid and enforceable right of setoff with respect to the Policy Refund, and the automatic stay imposed under § 362(a) of the Bankruptcy Code is modified to allow Protective to set off the Protective Claim against the Refund Policy pursuant to 11 U.S.C. § 553.

3. This Order is effective immediately upon approval by the Bankruptcy Court and is not subject to the fourteen-day stay provided in Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure.

4. The Bankruptcy Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.